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Suzanne Henderson

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Tarrant County Texas

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AMENDMENT OF OIL, GAS AND MINERAL LEASE
AND MEMORANDUM OF OIL AND GAS LEASE

STATE OF TEXAS }

COUNTY OF TARRANT }

WHEREAS, Rosie B. Maxey Fields and husband, William W. Fields, Lessor (whether one or more), heretofore executed an unrecorded Oil, Gas and Mineral Lease, dated March 5, 2007, to Bagby Energy Holdings, LP, Lessee, herein referred to as "The Lease" recorded by Memorandum of Oil and Gas Lease at Clerk Document No. D207136051, Official Public Records of Tarrant County, Texas, whereby Lessor leased certain lands situated in Tarrant County, Texas, to wit:

Being all that certain lot, tract or parcel of land, being a part of the James McDonald Survey, A-997, Tarrant County, Texas, and being more fully described on Exhibit "A" attached hereto and made a part hereof (shown as Tract 4D1 on Tarrant County appraisal District Maps)

AND WHEREAS, said description is incomplete and indefinite as to legal description, and the lands intended to be covered are more accurately described as follows:

0.46 acres, more or less, out of the J. McDonald Survey, A-997, Tarrant County, Texas, being more particularly described as follows:

BEING all that certain lot, tract or parcel of land situated in Tarrant County, Texas, and described as follows:

SITUATED in Tarrant County, Texas, being a tract of land out of the James McDonald Survey, and being a part of a called second Tract recorded in Volume 2675, Page 272, Deed Records of Tarrant County, Texas, and being more particularly described as follows:

BEGINNING at a $\frac{3}{4}$ " iron pipe found for corner at the Southeasterly corner of said Second Tract, said point also being in the Westerly right of way of Nelson Wyatt Road;

THENCE South 60° West, with the south line of said Second Tract, 152 feet to a $\frac{3}{8}$ " iron rod set for corner;

THENCE North $31^{\circ} 06' 24''$ West, leaving said South line of Second Tract 125.12 feet to a $\frac{3}{8}$ " iron rod set for corner;

THENCE North $58^{\circ} 32' 31''$ East, 153.19 feet to a $\frac{3}{8}$ " iron rod set for corner in the Westerly right of way line of Nelson Wyatt Road

THENCE South $30^{\circ} 33' 55''$ East, with the Westerly right of way line of Nelson Wyatt Road, 129 feet to the Place of Beginning and containing 0.46 acres of land.

Being the same land described in Warranty Deed with Vendor's Lien dated July 18, 1996, executed by Frank N. Maxey and wife, Carolyn Maxey to Rosie B. Maxey, a single woman, recorded in Volume 12431, Page 1354, Official Public Records, Tarrant County, Texas.

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WHEREAS the lease And all rights and privileges thereunder, are now owned and held by XTO Energy Inc., a Delaware corporation (hereinafter referred to as "Lessee").

WHEREAS Paragraph 4 of The Lease provides that ..."units pooled for gas hereunder shall not substantially exceed in area 160 acres each plus a tolerance of ten percent (10%) thereof"...

AND WHEREAS, Paragraph 6 A. of The Lease provides that ..."160 acres plus a tolerance of ten percent (10%) for each gas well"...

NOW THEREFORE, Notwithstanding anything to the contrary, it is the desire of the Lessee and Lessor to amend Paragraph 4 and Paragraph 6 A of The Lease to allow for 320 acres plus a tolerance of ten percent (10%).

AND, for the consideration received by Lessors on executing The Lease, and the benefits to be derived therefrom and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, I, or we, the undersigned, jointly and severally, do hereby adopt, ratify and confirm The Lease, and all of its provisions, except as herein modified and amended, and do hereby grant, lease, and let to the Lessee therein or its successors and assigns, any and all interest which I, or we, now have, or may hereafter acquire, either by conveyance, devise, inheritance or operation of laws, and whether vested, expectant, contingent or future, in and to the lands described therein, in accordance with each and all of the provisions contained in The Lease and as amended hereby, and the undersigned hereby declare that The Lease and all of its provisions, as amended, are binding on the undersigned and is a valid and subsisting Oil and Gas Lease and this agreement shall extend to and be binding upon the heirs, executors, administrators, successors, and assigns of each of the undersigned.

IN WITNESS WHEREOF, this instrument is executed by the undersigned Lessors on the respective date of acknowledgment below, but is effective as of the date of March 5, 2007, date of "The Lease".

LESSORS:

Rosie B. Maxey Fields
Rosie B. Maxey Fields

William W. Fields
William W. Fields

Address: 2505 Nelson Wyatt Road
Mansfield, Texas 76063

ACKNOWLEDGMENT

STATE OF TEXAS }
COUNTY OF TARRANT }

This instrument was acknowledged before me on the 20th day of November, 2008 by Rosie B. Maxey Fields and William W. Fields, husband and wife.

James H. Rester
Notary Public, State of Texas

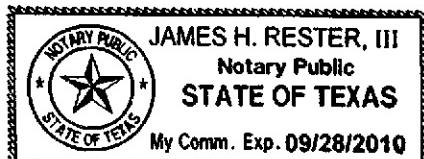


EXHIBIT A

Attached to and made a part of the OIL, GAS AND MINERAL LEASE dated March 5, 2007, from Rosie B. Maxey Fields and husband, William W. Fields, to Bagby Energy Holdings, LP.

BEING all that certain lot, tract or parcel of land in Tarrant County, Texas, and described as follows:

SITUATED in Tarrant County, Texas, being a tract of land out of the JAMES McDONALD SURVEY, and being a part of a called second Tract recorded in Volume 2675, Page 272, Deed Records of Tarrant County, Texas, and being more particularly described as follows:

BEGINNING at a $\frac{3}{4}$ " iron pipe found for corner at the Southeasterly corner of said Second Tract, said point also being in the Westerly right of way of Nelson Wyatt Road;

THENCE South 60 degrees West, with the south line of said Second Tract, 152 feet to a $\frac{3}{8}$ " iron rod set for corner;

THENCE North 31 degrees 06 minutes 24 seconds West, leaving said South line of Second Tract 125.12 feet to a $\frac{3}{8}$ " iron rod set for corner;

THENCE North 58 degrees 32 minutes 31 seconds East 163.19 feet to a $\frac{3}{8}$ " iron rod set for corner in the Westerly right of way line of Nelson Wyatt Road;

THENCE South 30 degrees 33 minutes 55 seconds East, with the Westerly right of way line of Nelson Wyatt Road, 129 feet to the PLACE OF BEGINNING and containing 0.46 acres of land.

Being the same land described in Warranty Deed with Vendor's Lien dated July 18, 1996, executed by Frank N. Maxey and wife, Carolyn Maxey to Rosie B. Maxey, a single woman, recorded in Volume 12431, Page 354, Official Public Records, Tarrant County, Texas.